

Hearing Date: April 11th, 2013
Objection Deadline: March 25th, 2013 at 4:00 p.m. (ET)
or as otherwise determined

Towers Watson
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Michael Agrusa

*Human Resources Consultant to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Case No. 12-12020 (MG)
)

) Chapter 11
)

) Jointly Administered
)

**SUMMARY OF SECOND INTERIM APPLICATION OF TOWERS WATSON
DELAWARE INC. AS HUMAN RESOURCES CONSULTANT FOR THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD AUGUST 30, 2012¹ THROUGH DECEMBER 31, 2012**

¹ A portion of work performed on August 30, 2012 was charged on the September Fee Statement instead of the August fee statement. The fees reflected in this application do not overlap with the fees approved on Towers Watson's First Interim Fee Application.

This is a(n): ___ monthly X interim ___ final application.

Name of Applicant: Towers Watson Delaware Inc. (“**Applicant**”)

Authorized to Provide Professional Services to: Residential Capital, LLC, *et al.* (collectively, the “Debtors”)

Date of Retention: Order entered on July 25, 2012 retaining Applicant *nunc pro tunc* to June 25, 2012

Period for which Compensation and Reimbursement is sought:	August 30, 2012 through December 31, 2012 (the “ Application Period ”)
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Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$138,966.79
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Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$9550.01
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Summary of Monthly Applications for Application Period:

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
11/13/12	8/30/12 – 9/30/12	\$101,083.97	\$7,158.48	\$80,867.18	\$7,158.48	\$20,216.79
12/4/12	10/1/12 – 10/31/12	\$37,882.82	\$2,391.53	\$30,422.24	\$2,391.53	\$7,576.56
TOTAL	8/31/12 – 10/31/12	\$138,966.79	\$9,550.01	\$111,289.42	\$9,550.01	\$27,677.37 ¹

¹ A reconciliation of Towers Watson's fees resulted in a reduction of fees from 10/1/2012 to 10/31/2012 in the amount of 144.98. Towers Watson received payment for that time period which slightly exceeds 80% of the revised fees by \$115.98. This overpayment has been credited toward the Aggregate 20% holdback amount.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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**SECOND INTERIM APPLICATION OF TOWERS WATSON DELAWARE INC. AS
HUMAN RESOURCES CONSULTANT FOR THE DEBTORS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD AUGUST 30, 2012 THROUGH DECEMBER 31, 2012**

For its first interim application for compensation and reimbursement of expenses
(the “**Application**”) for the period August 30, 2012 through December 31, 2012 (the
“**Application Period**”), Towers Watson Delaware Inc. (“**Applicant**”), Human Resources
Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively,
the “**Debtors**”), respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157
and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue
of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408
and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered January 29, 2013 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

B. Applicant's Retention and Interim Compensation

6. On July 25, 2012, the Court entered the *Order Authorizing Employment And Retention of Towers Watson Delaware Inc. as Human Resources Consultant to the Debtors Nunc Pro Tunc to June 25, 2012* [Docket No. 901], approving Applicant's retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "**Interim Compensation Order**") [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors' Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the "**Notice Parties**").

8. On November 13, 2012, Applicant served its third monthly fee application covering the period from August 30, 2012 through September 30, 2012 (the "**Third Monthly Fee Application**") on the Notice Parties. On December 4, 2012, Applicant served its fourth monthly fee application covering the period from October 1, 2012 through October 31, 2012 (the "**Fourth Monthly Fee Application**") and together with the Third Monthly Fee Application, the "**Monthly Fee Applications**") on the Notice Parties. Applicant did not receive any objections to the Monthly Fee Applications.

9. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each of Applicant's internal task codes during the Application Period.

10. The total payments received by Applicant as of the date hereof are equal to:
(i) approximately 80% of requested compensation from the Monthly Fee Applications and (ii) 100% of requested expenses from the Monthly Fee Applications. Specifically, to date, the

Applicant has received payments totaling \$120,839.43, representing \$111,289.42 in fees and \$9,550.01 in expenses.

11. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Committee. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Application Period, setting forth the name of each consultant who rendered services during the Application Period, each Consultant's concentration, the aggregate time expended by each consultant, the hourly billing rate for each consultant at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

12. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Applications and are attached hereto as Exhibit E.

13. There is no agreement or understanding between Applicant and any other person for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

14. The Monthly Fee Applications submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period is \$27,677.37¹.

¹ A reconciliation of Towers Watson's fees resulted in a reduction of fees from 10/1/2012 to 10/31/2012 in the amount of 144.98. Towers Watson received payment for that time period which slightly exceeds 80% of the revised fees by \$115.98. This overpayment has been credited toward the Aggregate 20% holdback amount.

15. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

**DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

16. In general, Applicant has represented the Debtors in connection with the following aspects of the Chapter 11 Cases:

- (a) Consulting expertise of health benefits, retirement and technology solutions for the company ResCap as a potential stand-alone business entity
- (b) Transition consulting for integration of benefits to a company that could potentially integrate them to their programs.
- (c) Additional services as required including, but not limited to, Data Collection, Project Management, Benefit analysis, Retirement plan analysis, Benefit design presentations, Retirement design presentations

17. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the Chapter 11 Cases. The following is a summary of the most significant professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes:

18. Meet to discuss alternatives for benefit designs, gap analysis and implementation

(a) Task Code: Retirement

Fees: \$2,621.50; Total Hours: 5

19. 2013 Plan Design and Report Preparation

(b) Task Code: Health and Group Benefits

Fees: \$1,832.38; Total Hours: 2.5

20. Drafting of RFP

(c) Task Code: Data, Surveys & Technology

Fees: \$19,842.08; Total Hours: 30.4

21. Communications and timeline update

(d) Talent, rewards & Communication

Fees: \$1,369.60; Total Hours: 2

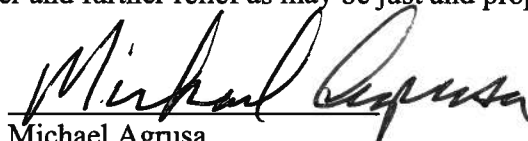
22. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the Chapter 11 Cases. The time records attached hereto as Exhibit D present more completely the work performed by Applicant in each billing category during the Application Period.

CONCLUSION

23. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

24. Applicant therefore requests an order (i) approving interim compensation in the amount of \$138,966.79¹ and interim reimbursement of expenses in the amount of \$9550.01 (ii) directing payment of all compensation held back in connection with the Monthly Fee Applications, and (iii) granting such other and further relief as may be just and proper.

Dated: March 11, 2013



Michael Agrusa
Senior Consultant
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*Human Resources Consultant for Residential Capital,
LLC, et al.*

¹ The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

EXHIBIT A

*Human Resources Consultant to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF SECOND
INTERIM APPLICATION OF TOWERS WATSON DELAWARE INC. AS HUMAN
RESOURCES CONSULTANT FOR THE DEBTORS FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD AUGUST 30, 2012 THROUGH DECEMBER 31, 2012**

I, Michael Agrusa, hereby certify that:

1. I am a Senior Consultant with the applicant firm, Towers Watson Delaware Inc. (the “**Firm**”), which serves as Human Resources Consultant to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-447, adopted by the Court on January 29, 2013 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST

Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated March 11, 2013 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing August 30, 2012 through and including December 31, 2012, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines, except as specifically noted in the certification and described in the fee application;
- (c) except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. All airfare for which reimbursement is being sought is for a coach class fare.

5. In respect of Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

6. In respect of Section A.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: March 11, 2013

A handwritten signature in black ink, appearing to read "Michael Agrusa", is written over a horizontal line.

Michael Agrusa
Senior Consultant
Towers Watson
28411 Northwestern Highway
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Southfield, MI 48034

*Human Resources Consultant for Residential Capital,
LLC, et al.*

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY TOWERS WATSON DELAWARE INC. ON BEHALF OF THE DEBTORS FOR
THE PERIOD AUGUST 30, 2012 THROUGH DECEMBER 31, 2012**

Compensation by Matter

Task Code/Matter Description	Total Billed Hours	Total Compensation
Health and Group Benefits	97.00	\$52,650.96
Rewards Talent & Communication	17.50	\$11,791.40
Data Surveys & Technology	35.20	\$22,975.04
Contract Administration	37.70	\$24,290.07
Retirement	27.90	\$14,355.12
Total Fees Incurred		\$138,966.79

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL BY
TOWERS WATSON DELAWARE INC. ON BEHALF OF THE DEBTORS FOR THE
PERIOD AUGUST 30, 2012 THROUGH DECEMBER 31, 2012**

Name of Professional Individual	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Senior Consultants				
Jan Vermeulen	Health and Group Benefits	577.80	36.4	\$21,031.92
Nicole Melton	Rewards, Talent & Communication	\$684.80	17	\$11,641.60
Michelle Acciavatti	Contract Administration	\$674.10	27.7	\$18,672.57
Teresa Schepp	Retirement	\$524.30	26.4	\$13,841.52
Rick Adams	Health and Group Benefits	\$732.95	17.1	\$12,533.45
Brian Morris	Health and Group Benefits	\$684.80	2.7	\$1,848.96
Mary A St Cyr	HR Service Delivery	\$631.30	4	\$2,525.20
Michael Agrusa	Contract Administration	\$561.75	10	\$5,617.50
Consultants				
Ann Byman	Health and Group Benefits	\$342.40	2.2	\$753.28
David Zinn	HR Service Delivery	\$652.70	35.2	\$22,975.04
Karla Ward	HR Service Delivery	\$454.75	22.5	\$10,231.88
Senior Analysts				
Adam Dee	Health and Group Benefits	\$428.00	38.1	\$16,306.80
Analysts				
Lisa Trzop	Retirement	\$342.40	1.5	\$513.60
Paul Abdelnour	Health and Group Benefits	\$353.10	.5	\$176.55
Administrators				
Bethany McCune	Rewards, Talent & Communication	\$299.60	.5	\$149.80
Marlene Patricia Van	HR Service Delivery	\$294.25	.5	\$147.13
Professionals Totals		\$514.94	242.3	
Total Fees Incurred				\$138,966.79

EXHIBIT D

**SUMMARY OF EXPENSES INCURRED BY TOWERS WATSON
ON BEHALF OF THE DEBTORS FOR THE PERIOD
AUGUST 30, 2012 THROUGH DECEMBER 31, 2012**

Expense Category	Amount
Airfare	8513.37
Ground	518.43
Lodging	305.75
Meals	6.54
Other	205.92
Total	\$9,550.01

EXHIBIT E

Associate Name	Associate Comment	Task Code	Time Sheet Date	Hours
Michelle Acciavatti	preparing DC design materials for meeting	Contract Administration	09/04/2012	1.4
Michelle Acciavatti	preparing DC and health care design materials for meeting	Contract Administration	09/05/2012	2.3
Michelle Acciavatti	meeting with ResCap to go over payroll, DC, health care and communications	Contract Administration	09/06/2012	5.5
Michelle Acciavatti	discussion with team - follow up from meeting - write off	Contract Administration	09/10/2012	0.7
Michelle Acciavatti	Payroll meeting prep and discussions	Contract Administration	09/14/2012	1.5
Michelle Acciavatti	HR systems discussion and follow up	Contract Administration	09/17/2012	0.5
Michelle Acciavatti	DC plan design and nationstar comparison summary	Contract Administration	09/18/2012	2
Michelle Acciavatti	DC and HGB materials	Contract Administration	09/19/2012	0.9
Michelle Acciavatti	Materials for Monday - overall review, benefit summary and messaging	Contract Administration	09/20/2012	1.2
Michelle Acciavatti	materials for Monday - discussion with ResCap team to prepare for Monday	Contract Administration	09/21/2012	0.5
Michelle Acciavatti	design meeting #2	Contract Administration	09/24/2012	4.5
Michelle Acciavatti	project update meeting and design recommendations	Contract Administration	09/27/2012	0.8
Michelle Acciavatti Total				21.8
Michael Agrusa	Design meeting 1	Contract Administration	09/06/2012	5
Michael Agrusa Total				5
Janet Vermeulen	Draft meeting materials - benchmarking report, analysis of potential options, research on options for the Estate future planning, identify potential outcomes and preparation for those options. Review census data for completeness.	Health and Group Benefits	08/31/2012	3.2
Janet Vermeulen	Review and revise meeting materials- review relative value calculations and check benchmarking data.	Health and Group Benefits	09/04/2012	2.2
Janet Vermeulen	Meet to discuss requests from last meeting and review progress to date	Health and Group Benefits	09/10/2012	1
Janet Vermeulen	Plan design discussion - design revised plans	Health and Group Benefits	09/12/2012	1
Janet Vermeulen	Review Adam's preliminary financial illustrations. Discuss changes and additional information to be provided. Follow up on missing data	Health and Group Benefits	09/14/2012	2
Janet Vermeulen	Draft materials for Sept 24 meeting - health care reform and additional benchmarking requested	Health and Group Benefits	09/17/2012	4
Janet Vermeulen	Review financial illustrations - edit and check	Health and Group Benefits	09/18/2012	2
Janet Vermeulen	Process Rick Adams' various edits	Health and Group Benefits	09/19/2012	3
Janet Vermeulen	Meeting with ResCap transition team to review plan design scenarios, review cost impact, confirm decisions.	Health and Group Benefits	09/24/2012	5
Janet Vermeulen	Review revised pricing illustrations based on Monday's decisions and updated information	Health and Group Benefits	09/27/2012	1
Janet Vermeulen	Prepare revised cost report for HGB benefit designs	Health and Group Benefits	09/28/2012	1
Janet Vermeulen	Group meeting in Philadelphia to review analysis, develop project plan, confirm additional data requirements.	Health and Group Benefits	09/06/2012	5
Janet Vermeulen	Additional data follow up with Ally	Health and Group Benefits	09/10/2012	1
Janet Vermeulen	Documentation of additional data requirements	Health and Group Benefits	09/13/2012	2
Janet Vermeulen Total				33.4
Ann Bynan	Res Cap Healthmaps modeling and census compilation	Health and Group Benefits	09/05/2012	2.2
Ann Bynan Total				2.2
Rick Adams	Analysis of current ResCap and Nationstar plans, benchmarking, and prep of report for September 6, 2012 meeting.	Health and Group Benefits	09/04/2012	2.4
Rick Adams	Final prep of report of plan comparisons and benchmarking	Health and Group Benefits	09/05/2012	0.5
Rick Adams	Meeting at ResCap to discuss plan comparisons and benchmarking	Health and Group Benefits	09/06/2012	5
Rick Adams	Meeting with Janet and Adam to discuss 2013 and 2014 plan design structure and emp/er cost sharing	Health and Group Benefits	09/12/2012	1
Rick Adams	Plan design discussion - internal	Health and Group Benefits	09/17/2012	0.5
Rick Adams	2013 plan design and report preparation	Health and Group Benefits	09/19/2012	2.5
Rick Adams	Plan design and preparation of report for 9/24 meeting	Health and Group Benefits	09/20/2012	1.2
Rick Adams	final review of 9/24 plan design and cost document	Health and Group Benefits	09/21/2012	0.5
Rick Adams	Design meeting with ResCap.	Health and Group Benefits	09/24/2012	3
Rick Adams Total				16.6

Adam Dee	Provide data points for initial meeting	Health and Group Benefits	09/05/2012	2.2
Adam Dee	Review ResCap data, calculate plan values	Health and Group Benefits	09/07/2012	1.5
Adam Dee	Plan design modeling for 9/24 meeting	Health and Group Benefits	09/12/2012	1.5
Adam Dee	Plan design modeling for 9/24 meeting	Health and Group Benefits	09/13/2012	0.2
Adam Dee	Plan design modeling for 9/24 meeting	Health and Group Benefits	09/14/2012	2
Adam Dee	Plan design modeling for 9/24 meeting	Health and Group Benefits	09/17/2012	2.5
Adam Dee	Plan design modeling for 9/24 meeting	Health and Group Benefits	09/18/2012	7.2
Adam Dee	Plan design modeling for 9/24 meeting	Health and Group Benefits	09/20/2012	4.5
Adam Dee	Plan design modeling for 9/24 meeting	Health and Group Benefits	09/21/2012	3
Adam Dee	Call-in to ResCap benefit meeting (health care portion)	Health and Group Benefits	09/24/2012	1.5
Adam Dee	ResCap scenario updates	Health and Group Benefits	09/26/2012	1.5
Adam Dee Total				27.6
Paul Abdelnour	ResCap: check Adam's formulas	Health and Group Benefits	09/18/2012	0.5
Paul Abdelnour Total				0.5
Brian Morris	ResCap call and time line update/preparation	Health and Group Benefits	09/25/2012	1.5
Brian Morris	ResCap call and time line update/preparation	Health and Group Benefits	09/28/2012	0.5
Brian Morris Total				2
Nicole Melton	ResCap call and time line update/preparation	Rewards, Talent and Communication	09/04/2012	2
Nicole Melton	Meeting at ResCap in PA with HR and Benefit teams	Rewards, Talent and Communication	09/06/2012	7
Nicole Melton	Update working draft communication plan for weekly comm workshop call with Michelle T, Ali S, Leon, Susan (ResCap participants)	Rewards, Talent and Communication	09/24/2012	5
Nicole Melton		Rewards, Talent and Communication	09/18/2012	3
Nicole Melton Total				17
Bethany McCune	QA Comm Strategy deck	Rewards, Talent and Communication	09/18/2012	0.5
Bethany McCune Total				0.5
Teresa Schepp	prepare retirement plan meeting materials (2 hours), call with TW team to prep for 9/6 meeting (25)	Retirement	08/30/2012	2.3
Teresa Schepp	prepare presentation for retirement plans - market data, gap analysis and benefit costs	Retirement	09/04/2012	3
Teresa Schepp	finalize presentation for retirement plans	Retirement	09/05/2012	1
Teresa Schepp	meet with ResCap team to discuss alternatives for benefit designs, gap analysis and implementation	Retirement	09/06/2012	5
Teresa Schepp	market data for retirement plan design	Retirement	09/13/2012	0.2
Teresa Schepp	DC plan pricings and preparing meeting #2 presentation (2.5 hours); team project update (5)	Retirement	09/17/2012	3
Teresa Schepp	review meeting 2 presentation	Retirement	09/18/2012	3.5
Teresa Schepp	review meeting 2 presentation, updating participant examples, and confirming company costs	Retirement	09/19/2012	1.5
Teresa Schepp	review meeting presentation	Retirement	09/20/2012	0.5
Teresa Schepp	Meeting to discuss plan design alternatives	Retirement	09/24/2012	4
Teresa Schepp	calculate cost of proposed matching formula	Retirement	09/26/2012	0.2
Teresa Schepp	update cost worksheet after 9/26 meeting	Retirement	09/28/2012	0.2
Teresa Schepp Total				24.4
Lisa Marie Trzop	Check presentation calculation for teresa	Retirement	09/05/2012	1.5
Lisa Marie Trzop Total				1.5
Mary St Cyr	Market scan - determine viable vendor pool for Newco and Estate	HR Service Delivery	09/13/2012	1.5
Mary St Cyr	Finalize market scan and provide input to summary presentation	HR Service Delivery	09/14/2012	1
Mary St Cyr	Review deliverable - presentation to client	HR Service Delivery	09/16/2012	0.5
Mary St Cyr	Call with client to review Newco options	HR Service Delivery	09/17/2012	1
Mary St Cyr Total				4

Towers Watson Second Interim Fee Application
Exhibit E

Karla Ward	ResCap call and time line update/preparation	HR Service Delivery	09/28/2012	0.5
Karla Ward	Developing RFP requirements	HR Service Delivery	09/17/2012	2
Karla Ward	Developing RFP requirements	HR Service Delivery	09/18/2012	4
Karla Ward	Developing RFP requirements	HR Service Delivery	09/21/2012	1
Karla Ward	Developing RFP requirements	HR Service Delivery	09/25/2012	2
Karla Ward	Drafting RFP and outreach to vendors	HR Service Delivery	09/26/2012	2
Karla Ward	Meeting with Eileen and Mike Agrusa to discuss approach for Estate (.5 hour) and meeting with procurement and IT to discuss their needs during RFP process (1 hour)	HR Service Delivery	09/27/2012	1.5
Karla Ward	Drafting cover email for NDA and vendor outreach.	HR Service Delivery	09/28/2012	0.5
Karla Ward	Participating in kick-off meeting between ResCap and TW. Attended via conference call.	HR Service Delivery	09/06/2012	1.5
Karla Ward	Working on materials for 9/17 HR system marketplace meeting.	HR Service Delivery	09/16/2012	2
Karla Ward	Meeting with ResCap Newco team to discuss HR system marketplace and overall process and timeline for RFP.	HR Service Delivery	09/17/2012	1
Karla Ward	Attendance at Design Meeting #2 in Fort Washington, PA	HR Service Delivery	09/24/2012	4.5
Karla Ward Total				22.5
Marlene Patricia Van	Developed draft requirement template for full HRMS RFP	HR Service Delivery	09/17/2012	0.5
Marlene Patricia Van Total				0.5
Total				179.5

Towers Watson Second Interim Fee Application
Exhibit E

Associate Name	Associate Comment	Task Code	Time Sheet Date	Hours
Michelle Acciavatti	exec summary materials and final designs	Contract Administration	10/02/2012	1
Michelle Acciavatti	exec summary materials, final designs and project plan update	Contract Administration	10/03/2012	0.2
Michelle Acciavatti	project plan update	Contract Administration	10/04/2012	0.7
Michelle Acciavatti	exec summary final draft materials, call to discuss with George and Michelle and follow up	Contract Administration	10/05/2012	2
Michelle Acciavatti	exec summary presentation on new benefit programs	Contract Administration	10/08/2012	0.5
Michelle Acciavatti	exec summary presentation on new benefit programs	Contract Administration	10/10/2012	1
Michelle Acciavatti	project update, next steps	Contract Administration	10/11/2012	0.5
Michelle Acciavatti Total				5.9
Michael Agrusa	ResCap call and time line update/preparation	Contract Administration	09/25/2012	1.2
Michael Agrusa	ResCap call and time line update/preparation	Contract Administration	10/01/2012	4
Michael Agrusa Total				5.2
Janet Vermeulen	Meeting follow up - vendor selections	Health and Group Benefits	10/01/2012	1
Janet Vermeulen	Begin drafting RFPs for medical and dental	Health and Group Benefits	10/02/2012	1
Janet Vermeulen	Continue drafting of RFPs for existing ResCap vendors	Health and Group Benefits	10/04/2012	1
Janet Vermeulen Total				3
Rick Adams	Internal call with Jan and Adam re follow up and next steps from design meeting.	Health and Group Benefits	10/03/2012	0.5
Rick Adams Total				0.5
Adam Dee	prep for Friday call	Health and Group Benefits	10/03/2012	3
Adam Dee	prep for Friday call	Health and Group Benefits	10/04/2012	1.5
Adam Dee	prep for Friday call, call with ResCap	Health and Group Benefits	10/05/2012	2.7
Adam Dee	EE scenarios for PPT	Health and Group Benefits	10/08/2012	2.2
Adam Dee	per capita and contribution checks	Health and Group Benefits	10/10/2012	1
Adam Dee Total				10.4
Brian Morris	ResCap call and time line update/preparation	Health and Group Benefits	10/04/2012	0.7
Brian Morris Total				0.7
Teresa Schepp	ResCap call and time line update/preparation	Retirement	10/11/2012	0.2
Teresa Schepp	reviewing project plan	Retirement	10/03/2012	0.3
Teresa Schepp	prepare retirement timeline for executive summary, edits to executive summary, changes to Newco timeline.	Retirement	10/04/2012	1
Teresa Schepp	changes to executive summary powerpoint	Retirement	10/05/2012	0.5
Teresa Schepp Total				2

Towers Watson Second Interim Fee Application
Exhibit E

David Zinn	ResCap call and time line update/preparation	Data, Surveys & Technology	10/03/2012	1.2
David Zinn	Drafting RFP	Data, Surveys & Technology	10/04/2012	6.5
David Zinn	Drafting RFP	Data, Surveys & Technology	10/05/2012	5.2
David Zinn	Drafting RFP and NDA discussion with Ceridian, Ultimate	Data, Surveys & Technology	10/08/2012	9
David Zinn	ResCap call, NDA and RFP discussion	Data, Surveys & Technology	10/06/2012	1
David Zinn	Drafting RFP and NDA discussion with Ceridian, Ultimate	Data, Surveys & Technology	10/07/2012	9.7
David Zinn	ResCap and Internal calls discussing RFP	Data, Surveys & Technology	10/09/2012	2
David Zinn	Call to ResCap for NDA confirmation	Data, Surveys & Technology	10/11/2012	0.5

David Zinn Total					35.1
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Grand Total	62.8
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Towers Watson Second Interim Fee Application
Exhibit E

Towers Watson Associate	Expense Description	Total
Janet Mary Vermeulen	Airfare for PA ResCap meeting	1894.78
Janet Mary Vermeulen	Hotel room for ResCap meeting	144.83
Karl Ward	Meal	6.54
Karla Ward	Airfare ResCap meeting	1163.6
Karla Ward	AmEx airfare fee	15
Karla Ward	Mileage to/from home and airport	18.87
Karla Ward	Airport Parking	25
Michael David Agrusa	Airfare for 9/24 ResCap PA meeting	1256.59
Michael David Agrusa	Airfare for ResCap PA meeting on 9/6.	1149.6
Michael David Agrusa	Airport Shuttle 9/6 meeting. TW: Mike Agrusa, Rick Adams, Jan Vermeulen, Teresa Schepp	169.88
Michael David Agrusa	Taxi fare for 9/6 PA meeting	89.99
Michelle Marie Acciavatti	Airfare for PA meetings	1070.6
Michelle Marie Acciavatti	Rental car for PA Design meeting #2	116.92
Rick Adams	ResCap meeting airport parking	20
Rick Adams	Airfare ResCap meeting	981.6
Rick Adams	Hotel Rescap meeting	160.92
Rick Adams	Cab fare to hotel 9/6 PA meeting	17
Rick Adams	Cab fare PA airport to hotel meeting on 9/6.	105.77
Rick Adams	Airfare 9/24 meeting design #2	981.6
Rick Adams	ResCap meeting on 9/6/12.	160.92
Expenses Grand Total		\$9,550.01